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SUSAN G. LICHTENFELD

August 23, 2000

VIA OVERNIGHT DELIVERY

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

RECORDATION NO. 23058 FILED
AUG 24 '00 11-36 AM
TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three original executed copies and one photostatic copy of a Memorandum of Railroad Equipment Lease, dated as of July 1, 2000, between Citicorp Railmark, Inc. ("Lessor") and Norfolk Southern Corporation ("Lessee"), a primary document as defined in the Commissioner's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed Memorandum of Railroad Equipment Lease are:

Lessor:	Citicorp Railmark, Inc. 450 Mamaroneck Avenue Harrison, New York 10528
Lessee:	Norfolk Southern Corporation 110 Franklin Road, S.E. Roanoke, Virginia 24042-0072

A description of the railroad equipment covered by the enclosed document is set forth in the Memorandum of Railroad Equipment Lease.

Mr. Vernon A. Williams
August 23, 2000
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped original copies and one stamped photostatic copy of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Primary Document to be Recorded

Memorandum of Railroad Equipment Lease, dated as of July 1, 2000, between Citicorp Railmark, Inc., as Lessor, and Norfolk Southern Corporation, as Lessee, relating to 37 SD40-2 diesel electric locomotives.

Very truly yours,


Susan G. Lichtenfeld

SGL/vgc
Enclosures

cc: Robert W. Kleinman
Neil A. Kraetsch

MEMORANDUM OF RAILROAD EQUIPMENT LEASE

THIS MEMORANDUM OF RAILROAD EQUIPMENT LEASE dated as of this 1st day of July, 2000, is made by NORFOLK SOUTHERN CORPORATION, a Delaware corporation, with an address at 110 Franklin Road, S.E., Roanoke, Virginia 24042-0072 (the "Lessee"), and CITICORP RAILMARK, INC., a Delaware corporation, with an address at 450 Mamaroneck Avenue, Harrison, New York 10528 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Railroad Equipment Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 1 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

NORFOLK SOUTHERN CORPORATION

By: R.D. White

Name: R.D. White

Title: Assistant Vice President - Material Management

CITICORP RAILMARK, INC.

By: Bradford Holly

Name: BRADFORD HOLLY

Title: SENIOR VICE PRESIDENT

RECORDATION NO. 23058 FILED

AUG 24 '00

11-36 AM

SURFACE TRANSPORTATION BOARD

STATE OF VIRGINIA)
) SS:
COUNTY OF ROANOKE)

On this 9 day of AUGUST, 2000 before me personally appears R. D. WAITE, to me personally known, who by me duly sworn, says that he/she is the AVP MAIL MGMT of NORFOLK SOUTHERN CORPORATION (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

My Commission Expires 1-31-2003

E. L. Barnett

Notary Public

[SEAL]

My Commission expires:

STATE OF NEW YORK)
) SS:
COUNTY OF WESTCHESTER)

On this 22nd day of August, 2000 before me personally appears Bradford Holley, to me personally known, who by me duly sworn, says that he/she is the Sr. Vice Pres. of CITICORP RAILMARK, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Donald E. Hoyt

Notary Public

[SEAL]

My Commission expires:

DONALD E. HOYT
Notary Public, State of New York
No. 02HO5044718
Qualified in Westchester County
Commission Expires June 5, 2001

SCHEDULE 1
TO THE MEMORANDUM OF RAILROAD EQUIPMENT LEASE
DATED AS OF JULY 1, 2000

EQUIPMENT

37 SD40-2 diesel electric locomotives, bearing the following marks and numbers (both inclusive):

NS 3377 - NS 3413